

UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF PENNSYLVANIA
HARRISBURG DIVISION

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	:	
FEESERS, INC.,	:	Case No. 1:CV-04-576
Plaintiff,	:	
v.	:	(Judge Rambo)
MICHAEL FOODS, INC. AND	:	
SODEXHO, INC.,	:	
Defendants.	:	
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**AFFIDAVIT OF EAMON O'KELLY IN SUPPORT
OF PLAINTIFF FEESERS, INC.'S PETITION FOR
REASONABLE ATTORNEYS' FEES AND COSTS**

I, Eamon O’Kelly, affirm as follows:

1. I am an attorney admitted *pro hac vice* to this Court. I am a member of Dewey & LeBoeuf LLP and was a member of its predecessor firm Dewey Ballantine LLP (together, “Dewey”), counsel for Feesers, Inc. (“Feesers”) in *Feesers, Inc. v. Michael Foods, Inc. and Sodexho, Inc.* I make this declaration in support of Feesers’ Petition for Reasonable Attorneys’ Fees and Costs (“Fee Petition”) in this action. I have personal knowledge of each of the matters herein, and if called upon to testify, could and would testify thereto.

2. In September 2003, Feesers retained Dewey in connection with a potential antitrust lawsuit against Michael Foods, Inc. (“Michael Foods”) and Sodexho, Inc. (“Sodexho”). On March 17, 2004, Feesers, through its counsel, filed a lawsuit against Michael Foods and Sodexho that alleged price discrimination in violation of the Robinson-Patman Act, 15 U.S.C. §§ 13(a) and 13(f) (the “Robinson-Patman Act” or the “Act”). On April 27, 2009, this Court ruled in favor of Feesers, holding that Michael Foods violated Section 2(a) of the Robinson-Patman Act and that Sodexho violated Section 2(f) of the Act.

3. In its Order dated April 27, 2009, this Court, among other things, ordered Feesers to submit a petition for reasonable attorneys’ fees and costs.

4. In its Fee Petition being filed today, Feesers requests this Court for an award of:

- a) reasonable attorneys' fees paid to Dewey in the amount of \$9,255,624.39; and
- b) reasonable costs in the amount of \$1,561,565.93.

5. As this Court is aware, the judgment in favor of Feesers was achieved after a very hotly contested litigation over a five year period. During that time, Feesers' counsel expended many hours of attorney and paralegal time analyzing hundreds of thousands of pages of documents, taking or defending 23 fact and two expert depositions, consulting with experts, filing many motions and responding to defendants' motions, battling over numerous discovery issues, fighting a premature motion for summary judgment filed by Michael Foods for tactical reasons while discovery was still ongoing, appealing to the Third Circuit this Court's ruling on summary judgment in favor of defendants, and trying the case to the Court.

6. Dewey maintains a billing file for the Feesers lawsuit. Each of the attorneys and paralegals record to this billing file only time spent on matters related to the Feesers lawsuit. Billing statements were generated from the billing file on a monthly basis, with each monthly statement containing daily time entries by each professional detailing the work performed, time spent, and fees incurred for that work.

7. I have reviewed the entries in Feesers' billing statements and confirm that the fees sought in Dewey's Fee Petition pertain to the instant action. The fees sought relate to:

- a) the initial factual investigation and drafting and filing of a complaint to challenge Michael Foods and Sodexho's unlawful conduct under the Robinson-Patman Act;
- b) opposing Sodexho's motion to dismiss, filed on May 12, 2004:
 - i. Opposition to Sodexho Inc.'s Motion to Dismiss, filed June 1, 2004;
- c) collecting, reviewing and producing tens of thousands of documents from Feesers in response to defendants' document requests;
- d) conducting document discovery from defendants, including collection and review of more than 170,000 pages produced by Michael Foods and Sodexho;
- e) conducting document discovery from third parties, including Michael Foods broker, iMark of Pennsylvania LLC; Sodexho's contract distributor, Sysco Corporation; suppliers of food and food-related products McCain Foods USA Inc., Schwan's Food Service, Inc., and Ecolab Inc.; and distributor buying group UniPro;
- f) preparing for, taking, and/or defending 23 depositions of fact witnesses, including two Michael Foods witnesses, nine Sodexho witnesses, nine Feesers witnesses, and three third-party witnesses;
- g) providing assistance to Feesers' expert, Dr. Robert Larner, in preparing his expert report and rebuttal expert report; preparing for defending the deposition of Dr. Larner; preparing Dr. Larner to testify and present his testimony at an evidentiary hearing in connection with parties' cross motion for summary judgment; and preparing Dr. Larner to testify at trial and present his trial testimony;

- h) reviewing the expert report of defendants' expert Dr. David Scheffman and preparing for and taking the deposition of Dr. Scheffman;
- i) communicating on numerous occasions with defendants and with this Court regarding discovery disputes, including conferences and multiple letters;
- j) drafting and filing a motion for a protective order:
 - i. Motion for Protective Order, filed August 5, 2005;
- k) responding to Michael Foods' Motion for Summary Judgment, filed on May 19, 2005:
 - i. Consent Motion for Extension of Time to respond to Motion for Summary Judgment of Michael Foods and for an Order Amending the Case Management Order, filed May 27, 2005;
 - ii. Motion to Continue Defendant Michal Foods, Inc's Motion for Summary Judgment pursuant to Fed. R. Civ. P. 56(f), filed June 13, 2005;
 - iii. Opposition to Defendant Michael Foods' Motion for Summary Judgment, filed June 13, 2005;
- l) opposing Sodexho's and Michael Foods' Motions for Summary Judgment, filed on November 17, 2005:
 - i. Opposition to Sodexho, Inc.'s Motion for Summary Judgment, filed December 8, 2005;
 - ii. Opposition to Michael Foods' Motion for Summary Judgment, filed December 8, 2005;
- m) filing Feesers' Motion for Summary Judgment and responding to defendants' oppositions to the same:
 - i. Motion for Summary Judgment, filed November 17, 2005;

- ii. Reply to Defendant Michael Foods, Inc.'s Opposition to Feesers, Inc.'s Motion for Summary Judgment, dated December 22, 2005;
 - iii. Reply to Defendant Sodexho, Inc.'s Opposition to Feesers, Inc.'s Motion for Summary Judgment, dated December 22, 2005;
 - iv. Response to Defendants' Joint Opposition to IFDA's Motion for Leave to File Brief as Amicus Curiae, dated January 9, 2006;
- n) filing and responding to *Daubert* motions:
- i. Motion to Exclude the Expert Testimony of David Scheffman, filed November 17, 2005;
 - ii. Reply in Support of Motion to Exclude the Expert Testimony of David Scheffman, filed December 22, 2005;
 - iii. Opposition to Sodexho, Inc.'s Motion to Exclude Portions of Plaintiff's Expert Testimony, filed December 8, 2005;
 - iv. Opposition to Defendants' Motion to Strike the Declaration of Robert J. Larner, filed December 22, 2005;
- o) appealing this Court's summary judgment decision to the Third Circuit Court of Appeals;
- i. Brief for Appellant Feesers, Inc., filed July 25, 2006;
 - ii. Reply Brief for Appellant Feesers, Inc., filed September 5, 2006;
 - iii. Preparing for and participating in oral argument;
- p) preparing for trial and pre-trial briefing, including creating and exchanging trial exhibit lists, witness lists, proposed stipulations of fact, and deposition designations, participating in multiple telephone conferences, and

- i. filing and responding to defendants' oppositions to Feesers' Motions in Limine:
 1. Motion in Limine to Exclude the Testimony of Thirty-Two Previously Undisclosed Witnesses at Trial by Feesers, Inc., filed December 13, 2007;
 2. Motion in Limine to Exclude Defendants' Evidence Intended to Dispute the Price Discrimination Element of Feesers' Section 2(a) Claim Against Michael Foods by Feesers, Inc., filed December 13, 2007;
 3. Motion in Limine to Exclude Evidence Unrelated to the Specific Issued to be Decided at Trial by Feesers, Inc., filed December 13, 2007;
 4. Reply in Support of Feesers' Motion in Limine to Exclude Defendants' Evidence Intended to Dispute the Price Discrimination Element of Feesers' Section 2(a) Claim Against Michael Foods by Feesers, Inc., filed January 3, 2008;
 5. Reply in Support of Feesers' Motion in Limine to Exclude Evidence Unrelated to the Specific Issued to be Decided at Trial by Feesers, Inc., filed January 3, 2008;
 6. Reply in Support of Feesers' Motion in Limine to Exclude the Testimony of Thirty-Two Previously Undisclosed Witnesses at Trial by Feesers, Inc., filed January 3, 2008;
- ii. opposing defendants' Motions in Limine:
 1. Opposition to Defendants' Motion in Limine to Exclude Evidence Regarding Sodexo as a Purchaser in the Context of Section 2(a) of the Robinson-Patman Act, filed December 28, 2007;

2. Opposition to Defendants' Motion in Limine to Exclude All Evidence Related to Entegra Procurement Services, filed December 28, 2007;
 3. Opposition to Sodexho, Inc's Motion in Limine to Exclude "Exhibit C" to the November 17, 2005 Declaration of Robert J. Larner, filed December 28, 2007;
 4. Opposition to Defendants' Motion in Limine to Exclude Expert Testimony Concerning Ecolab, Inc., Schwan's Food Service, Inc., and McCain Foods USA, Inc., filed December 28, 2007;
 5. Opposition to Defendants' Motion in Limine to Exclude All Evidence Referring or Relating to McCain, Schwan's and Ecolab, filed December 28, 2007;
- iii. pre-trial brief
1. Feesers, Inc's Trial Brief, filed January 9, 2008;
- q) trying the case on behalf of Feesers, which included preparing for and delivering an opening statement, preparing for and examining numerous witness, cross-examining defendants' witnesses, revising exhibit and witness lists, revising deposition designations, reviewing transcripts, and drafting evidentiary motions;
- r) post-trial briefing, which included reviewing all trial transcripts as well as drafting the post-trial briefs and motions to exclude certain evidence presented at trial:
- i. Brief in Opposition to Defendants' Joint Motion for an Extension of Time to File Post-Trial Submissions, filed February 15, 2008;
 - ii. Feesers, Inc.'s Post-Trial Brief, filed March 12, 2008;

- iii. Motion to Exclude the Undisclosed "Expert" Testimony of Mark Westphal and Underlying Data by Feesers, Inc., filed March 12, 2008;
- iv. Opposition to Defendants' Joint Motion to Exclude All Portions of Exhibit P229 Referring or Relating to Sodexho's Use of McCain, Schwan's and Ecolab Products, filed April 11, 2008;
- v. Opposition to Defendants' Joint Motion to Strike Evidence Regarding Entegra's Alleged Anti-Competitive Effects, filed April 11, 2008;
- vi. Feesers, Inc.'s Response to Michael Foods, Inc.'s and Sodexho Inc.'s Post-Trial Brief, filed April 11, 2008;
- s) this Petition for Attorneys' Fees and Costs;
- t) motion for contempt:
 - i. Feesers, Inc.'s Motion for Contempt and Temporary Injunction and Permanent Injunctive Relief, filed May 5, 2009;
 - ii. Reply in Support of Feesers, Inc.'s Motion for Contempt and Temporary Injunction and Permanent Injunctive Relief, filed May 13, 2009;
- u) opposing defendants' motions for reconsideration:
 - i. Feesers, Inc.'s Opposition to Defendant Michael Foods, Inc.'s Motion to Alter or Amend Judgment Pursuant to Fed. R. Civ. P. 59(e), filed May 21, 2009;
 - ii. Feesers, Inc.'s Opposition to Defendant Sodexho, Inc.'s Motion to Alter or Amend Judgment Pursuant to Fed. R. Civ. P. 59(e), filed May 21, 2009; and
- v) general conduct of the litigation.

8. In preparing this Fee Petition, each daily entry on each monthly statement was reviewed to determine whether it pertained to either the specific

projects identified in Paragraph 6 or to other general conduct of this litigation. If any time billed by a professional did not pertain to one of the specified projects identified in Paragraph 6 or the general conduct of this litigation, those hours were deducted from the total hours claimed during the billing period.

9. The total hours and fees accrued for attorneys, legal assistants, litigation support staff and other support staff from inception through April 2009 are as follows:

<u>Timekeeper</u>	<u>Total Hours Accrued</u>	<u>Total Accrued</u>
Kessler, J.	775.50	\$653,088.27
Collins, J.	1,416.00	\$1,036,992.69
O'Kelly, E.	4,222.75	\$2,307,839.71
Torpey, S.	2,855.50	\$1,017,004.96
Haley, E.	2,099.25	\$962,052.66
Freimuth, M.	1,436.25	\$564,828.75
Card, L.	1,303.75	\$563,761.25
Casey, C.	1,486.25	\$370,660.00
Newhouse, J.	739.25	\$193,376.49
McNutt, C.	425.50	\$110,630.00
Sandler, E.	577.75	\$169,547.50
Schepard, D.	153.25	\$39,235.00
Silverman, Z.	182.75	\$47,515.00
Other Associates	841.25	\$261,093.75
Paralegals	3,846.00	\$587,343.97
Litigation Support Staff	990.75	\$206,293.75
TOTAL	23,351.75	\$9,091,263.75

10. From September 2003 through April 2009, Dewey accrued a total of \$9,091,263.75 in the billing file for Feesers with respect to fees. Dewey has written off fees from time to time to eliminate any possible inefficiency or duplication of effort. The total of such write offs amounted to \$318,041.86 or approximately 3.5 percent of the total fees accrued. The remaining sum of \$8,773,221.89 was billed to Feesers. The monthly breakdown for legal fees billed to Feesers is as follows:

Sep-03		\$8,472.24
Oct-03		\$16,021.25
Nov-03		\$22,910.00
Dec-03		\$3,917.50
Jan-04		\$22,738.75
Feb-04		\$19,202.50
Mar-04		\$43,290.00
Apr-04		\$19,112.50
May-04		\$76,273.75
Jun-04		\$42,135.00
Jul-04		\$145,000.00
Aug-04		\$125,000.00
Sep-04		\$118,097.50
Oct-04		\$83,607.50
Nov-04		\$108,998.75
Dec-04		\$140,886.25
Jan-05		\$184,476.25
Feb-05		\$180,002.50
Mar-05		\$255,000.00

Apr-05		\$234,958.75
May-05		\$255,000.00
Jun-05		\$240,826.25
Jul-05		\$184,262.50
Aug-05		\$185,000.00
Sep-05		\$264,530.00
Oct-05		\$171,763.75
Nov-05		\$391,962.50
Dec-05		\$335,678.75
Jan-06		\$46,285.00
Feb-06		\$21,248.75
Mar-06		\$153,216.25
Apr-06		\$154,141.25
May-06		\$120,000.00
Jun-06		\$94,340.00
Jul-06		\$140,405.00
Aug-06		\$89,607.50
Sep-06		\$32,277.50
Oct-06		\$181.25
Nov-06		\$5,156.25
Dec-06		***
Jan-07		\$1,650.00
Feb-07		\$4,035.00
Mar-07		\$1,450.00
Apr-07		\$22,762.50
May-07		\$61,831.25
Jun-07		\$540.00
Jul-07		***
Aug-07		\$12,575.00

Sep-07		\$147,317.50
Oct-07		\$283,273.75
Nov-07		\$424,526.25
Dec-07		\$783,940.90
Jan-08		\$1,059,678.75
Feb-08		\$484,387.50
Mar-08		\$468,897.50
Apr-08		\$231,670.00
May-08		\$1,687.50
Jul-08		\$168.75
Nov-08		\$1,733.75
Mar-09 – Apr-09		\$45,112.50
TOTAL		\$8,773,221.89

11. In reviewing the Feesers billing file for purposes of this Fee Petition, we have identified a total of \$23,856.25 that was billed to Feesers for legal services that were not sufficiently necessary for the prosecution of this lawsuit to warrant inclusion in the Fee Petition. Thus, the total reasonable Dewey fees claimed by Feesers for the period from inception of this matter through April 2009 are \$8,749,365.64 (i.e., \$8,773,221.89 minus \$23,856.25).

12. Dewey has also accrued legal fees during the month of May 2009 to date that have not yet been billed to Feesers in the amount of \$506,258.75. Thus, the total reasonable Dewey fees claimed by Feesers are \$9,255,624.39 (\$8,749,365.64 plus \$506,258.75).

13. All Dewey lawyers who billed time to this matter charged their standard billing rates. The hourly billing rates for attorneys, legal assistants and litigation support staff who charged time to this matter are as follows:

BILLING RATES							
<u>Timekeeper</u>	<u>2003</u>	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>
Kessler, J.	\$725	\$725	\$750	\$800	\$850	\$925	\$925
Collins, J.	\$650	\$675	\$700	\$725	\$750	\$775	\$800
O'Kelly, E.	\$420	\$460	\$490	\$550	\$600	\$675	\$700
Associates	\$240	\$150-\$335	\$240-\$435	\$176-\$435	\$260-\$455	\$325-\$495	\$425-\$625
Paralegals	N/A	\$125	\$130-\$185	\$140	\$160	\$175	\$175-\$190
Litigation Support	N/A	\$85-\$175	\$105-\$210	\$125-\$235	\$125-\$235	\$250	\$230-\$290

14. Lead counsel for Feesers is Jeffrey L. Kessler. He is a partner and the co-chairman of Dewey's Global Litigation Department. Mr. Kessler attended Columbia University, earning a Bachelor of Arts, *summa cum laude*, and he attended Columbia University Law School, where he was a Kent Scholar and an Editor of the Columbia Law Review. He is now a Lecturer-in-Law at Columbia Law School. Mr. Kessler has extensive experience in all aspects of antitrust law, including successfully litigating the landmark United States Supreme Court case *Zenith v. Matsushita*, 475 U.S. 574 (1986). He has specific experience in litigating Robinson-Patman Act claims, including the Third Circuit case *J.F. Feesers v. Serv-A-Portion, et al.*, 909 F.2d 1524 (1990) and *Hygrade Milk and Cream Co., et al. v.*

DiGiorgio, et al., No. 88 Civ. 2861 (KTD), 1994 WL 38549 (S.D.N.Y. Feb. 4, 1994). He is a co-author of *International Trade and U.S. Antitrust Law* (2d ed.), a leading treatise on antitrust and trade law issues in a global economy. He has been recognized by numerous publications, including *Chambers USA - America's Leading Lawyers for Business* and *Best Lawyers in America*. Mr. Kessler is also recognized by the *Guide to the World's Leading Antitrust Lawyers* and *Who's Who of Competition Lawyers* and has been included in *The Lawdragon 500 Leading Lawyers in America* 2005, 2006 and 2008 and *Lawdragon 500 Leading Litigators in America* 2006. He was also named as a New York Super Lawyer in 2006, 2007 and 2008. Mr. Kessler was involved in all aspects of this litigation.

15. John F. Collins is a senior partner with more than 35 years of legal experience. Mr. Collins earned a Bachelor of Arts, *summa cum laude*, from Fordham University and he earned his law degree from the University of Chicago Law School. Mr. Collins has extensive litigation antitrust expertise, including specific experience with the Robinson-Patman Act. He has represented clients in negotiations with state antitrust enforcement agencies, as plaintiffs and defendants in civil antitrust litigations, and in connection with antitrust grand jury investigations conducted by the Department of Justice. Mr. Collins is a former Assistant editor of *Antitrust Law Journal* and the *Annual Review of Antitrust Law Developments* and a regular speaker on antitrust issues relating to distribution

practices and price discrimination. Mr. Collins has recognized expertise in the Robinson-Patman Act, and he lectures on the Act at an annual ALI-ABA course of study on product distribution and marketing. Mr. Collins was involved in all aspects of this litigation.

16. I am a partner and the co-chair of Dewey's Antitrust Practice Group. I earned a Bachelor of Arts, *summa cum laude*, from Fordham University and earned my law degree, *magna cum laude*, from New York University School of Law. I have represented numerous clients in antitrust matters, including participating in the 10-week jury trial in *In re Brand Name Prescription Drugs Antitrust Litigation* in the Northern District of Illinois. I represented Feesers throughout the course of this litigation, first as an associate and later as a partner. I am the author of several published articles on antitrust law, and am an editor of the forthcoming ABA treatise, *State Antitrust Practice* (4th ed.) I was involved in all aspects of this litigation.

17. Several associates worked on this matter between September 2003 and May 2009. Turnover among associates is inevitable at a law firm such as Dewey, and thus, it is also inevitable on a large lawsuit like this one. The partners managing this litigation made every effort to keep such turnover to a minimum. For most of the duration of this lawsuit, no more than two or three associates were employed on the matter at any given time, although those numbers were

supplemented during periods of peak activity, such as briefing of summary judgment motions or preparation for trial. The associates who billed substantial amounts of time to the matter are briefly described as follows:

- a) Erick Sandler, a former associate in Dewey's Litigation Department, worked on this matter from February 2004 to December 2004. His duties included initial factual investigation, drafting of the complaint, drafting of initial disclosures and document requests, and document production.
- b) Carrie Casey, a former associate in Dewey's Litigation Department, worked on this matter from October 2004 to August 2005. Her duties included document review, deposition preparation and case management.
- c) Matthew Freimuth was an associate in Dewey's Litigation Department and he is now a partner at Hunton & Williams, where he continues to practice antitrust law. Mr. Freimuth worked on the Feesers lawsuit from August 2004 to October 2005, where he primarily supervised document discovery and participated in numerous depositions.
- d) Susannah P. Torpey, an associate in Dewey's Antitrust Practice Group and Litigation Department, worked on this matter from August 2005 to April 2008. Her duties included assisting with summary judgment, participation in the appeal, trial preparation, the trial, and post-trial briefing.
- e) Elizabeth Haley, a former associate in Dewey's Antitrust Practice Group and Litigation Department, worked on this matter from October 2005 to April 2008. Her duties included assisting with summary judgment briefs, the Third Circuit appeal, trial preparation, participation in trial, and post-trial briefing.
- f) Lisa M. Card, an associate in Dewey's Antitrust Practice Group and Litigation Department, worked on this matter from September 2007 to April 2008. Her duties included pretrial

preparation, preparing expert testimony, participation in trial, and post-trial briefing.

18. Other junior associates who accrued over 150 hours each to this matter included Cynthia McNutt, David Schepard, Zachary Silverman, and Jeffrey Newhouse.

19. A number of legal assistants contributed to the Feesers lawsuit. These individuals assisted with document production and other discovery issues, maintained internal document databases, prepared mailings, organized trial exhibits, witness kits and deposition transcripts, and generally supported the attorneys staffed on this matter.

20. A number of litigation support staff also contributed to this matter. They provided technical support related to document discovery and contributed to the maintenance of internal databases necessary to this successful litigation.

Monthly Detail of Services Performed by Dewey

21. Services performed by Dewey on a monthly basis, as well as the billing totals for each month, are summarized in the paragraphs below.

22. Some of the work performed on this matter involved privileged communications, activities, and work product. The services summarized below do not include any references to the substance of such privileged communications or work product. These summaries are derived from Dewey's billing records, which can be provided to the Court for *in camera* review if the Court desires.

Services Performed During September 2003

23. We performed a preliminary factual and legal investigation into Feesers' potential claims under the Robinson-Patman Act and discussed strategic issues internally and with Feesers.

24. The total Dewey fees accrued in this month were \$11,895.00 and Dewey provided a write off of fees of \$3,422.76.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
9/2003	Kessler, J.	\$725	1.00	\$725.00	
	Collins, J.	\$650	2.00	\$1,300.00	
	O'Kelly, E.	\$420	23.50	\$9,870.00	
Write Off					(\$3,422.76)
					\$8,472.24

25. The total Dewey fees claimed in this month are **\$8,472.24**.

Services Performed During October 2003

26. We continued our factual and legal investigation into Feesers' potential claims. We drafted letters to Michael Foods requesting that it cease its unlawful price discrimination.

27. The total Dewey fees billed and claimed in this month are **\$16,021.25**.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
10/2003	Kessler, J.	\$725	2.75	1,993.75	
	Collins, J.	\$675	0.50	337.50	
	O'Kelly, E.	\$460	21.25	9,775.00	
	Other Associate	\$290	13.50	\$3,915.00	
					\$16,021.25

Services Performed During November 2003

28. We exchanged further correspondence with Michael Foods reiterating our request that Michael Foods cease discriminating as to price against Feesers and in favor of Sodexho and that Feesers receive the same pricing as Sodexho.

29. We continued our factual and legal investigations, as well as strategic discussions internally and with Feesers.

30. We began initial outlining of a complaint.

31. The total Dewey fees billed and claimed in this month are **\$22,910.00**.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
11/2003	Kessler, J.	\$725	5.50	\$3,987.50	
	Collins, J.	\$675	3.50	\$2,362.50	
	O'Kelly, E.	\$460	27.00	\$12,420.00	
	Schepard, D.	\$240	10.00	\$2,400.00	
	Other Associate	\$290	6.00	\$1,740.00	
					\$22,910.00

Services Performed During December 2003

32. We prepared for and participated in a conference call with Feesers regarding possible claims.

33. We continued our factual and legal investigations, as well as strategic discussions internally and with Feesers.

34. We performed additional research for the complaint.

35. The total Dewey fees billed and claimed in this month are **\$3,917.50**.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
12/2003	Kessler, J.	\$725	2.00	\$1,450.00	
	Collins, J.	\$675	1.50	\$1,012.50	
	O'Kelly, E.	\$460	2.25	\$1,035.00	
	Schepard, D.	\$240	1.75	\$420.00	
					\$3,917.50

Services Performed During January 2004

36. We continued factual and legal research, and discussed strategy internally and with Feesers.

37. We drafted the complaint.

38. The total Dewey fees billed and claimed in this month are **\$22,738.75**.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
1/2004	Kessler, J.	\$725	2.25	\$1,631.25	
	Collins, J.	\$675	4.50	\$3,037.50	
	O'Kelly, E.	\$460	29.50	\$13,570.00	
	Schepard, D.	\$240	18.75	\$4,500.00	
					\$22,738.75

Services Performed During February 2004

39. We continued to work on the complaint, including continuing legal and factual research.

40. We selected and engaged local counsel in Harrisburg.

41. The total Dewey fees billed and claimed in this month are **\$19,202.50**.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Claimed</u>
2/2004	Kessler, J.	\$725	10.00	\$7,250.00	
	O'Kelly, E.	\$460	9.75	\$4,485.00	
	Sandler, E.	\$290	25.75	\$7,467.50	
					\$19,202.50

Services Performed During March 2004

42. We continued our factual investigation, including interviewing several Feesers personnel and reviewing large numbers of documents in Harrisburg, Pennsylvania. We also continued to discuss strategy internally and with Feesers.

43. We finalized and filed the complaint.

44. We developed an initial discovery strategy; began preparing Feesers' initial disclosures; began drafting discovery requests to Michael Foods and Sodexo.

45. We began to evaluate potential expert witnesses.

46. The total Dewey fees billed in this month are \$43,290.00.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
3/2004	Kessler, J.	\$725	6.50	\$4,712.50	
	Collins, J.	\$675	4.50	\$3,037.50	
	O'Kelly, E.	\$460	30.00	\$13,800.00	
	Sandler, E.	\$290	72.00	\$20,880.00	
	Litigation Support	\$175	2.75	\$481.25	
	Paralegal	\$135	2.25	\$303.75	
	Other	\$150	0.50	\$75.00	
					\$43,290.00

47. Feesers does not claim \$305.00 that was billed to Feesers during this month because such fees were not sufficiently related to the prosecution of the lawsuit; therefore, the total Dewey fees claimed are **\$42,985.00**.

Services Performed During April 2004

48. We continued to discuss case strategy, internally and with Feesers.

49. We selected an expert witness, Dr. Robert Lerner.

50. We continued to draft Feesers' Rule 26 initial disclosures as well as discovery requests and interrogatories to Michael Foods and Sodexho.

51. We created and began maintaining an internal document management system.

52. The total Dewey fees billed in this month are \$19,112.50.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
4/2004	Kessler, J.	\$725	1.75	\$1,268.75	
	Collins, J.	\$675	8.50	\$5,737.50	
	O'Kelly, E.	\$460	7.00	\$3,220.00	
	Sandler, E.	\$290	26.50	\$7,685.00	
	Litigation Support	\$142.27	2.75	\$391.25	
	Paralegal	\$135	6.00	\$810.00	
					\$19,112.50

53. Feesers does not claim \$145.00 that was billed to Feesers during this month because such fees were not sufficiently related to the prosecution of the lawsuit; therefore, the total Dewey fees claimed are **\$18,967.50**.

Services Performed During May 2004

54. We researched and began drafting an opposition to Sodexho's Motion to Dismiss.

55. We reviewed and analyzed Michael Foods' Answer.

56. We continued our factual inquiries necessary for drafting Feesers' Rule 26 initial disclosures; we continued to work on discovery requests and interrogatories to Michael Foods and Sodexho.

57. We began to work out scheduling issues pursuant to Fed. R. Civ. P. 16 and 26(f), and we prepared a joint case management plan.

58. The total Dewey fees billed in this month are \$76,273.75.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
5/2004	Kessler, J.	\$725	2.25	\$1,631.25	
	Collins, J.	\$675	16.50	\$11,137.50	
	O'Kelly, E.	\$460	78.25	\$35,995.00	
	Sandler, E.	\$290	74.75	\$21,677.50	
	Other Associates	\$185.89	23.75	\$4,415.00	
	Paralegal	\$135	10.50	\$1,417.50	
					\$76,273.75

59. Feesers does not claim \$1,295.00 that was billed to Feesers during this month because such fees were not sufficiently related to the prosecution of the lawsuit; therefore, the total Dewey fees claimed are **\$74,978.75**.

Services Performed During June 2004

60. We prepared for and participated in the Rule 26(f) conference.

61. We finalized and served the discovery requests to Michael Foods and Sodexho. We finalized and served on the defendants Feesers' mandatory disclosures.

62. We attempted to amicably resolve discovery disputes with Sodexo and drafted a letter to this Court concerning the same issue.

63. We drafted a confidentiality order.

64. We continued our ongoing legal research and maintained and updated an internal document management system.

65. The total Dewey fees billed in this month are \$42,135.00.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
6/2004	Kessler, J.	\$725	7.50	\$5,437.50	
	Collins, J.	\$675	3.00	\$2,025.00	
	O'Kelly, E.	\$460	39.50	\$18,170.00	
	Sandler, E.	\$290	44.75	\$12,977.50	
	Other Associate	\$150	19.75	\$2,962.50	
	Paralegal	\$125	4.50	\$562.50	
					\$42,135.00

66. Feesers does not claim \$780.00 that was billed to Feesers during this month because such fees were not sufficiently related to the prosecution of the lawsuit; therefore, the total Dewey fees claimed are **\$41,355.00**.

Services Performed During July 2004

67. We conducted several interviews with Feesers' employees regarding company documents; extensively analyzed and reviewed voluminous Feesers' documents in preparation for production to defendants; and created a privilege log.

68. We began drafting responses to defendants' discovery requests, and reviewed Sodexho's responses to interrogatories. We drafted document requests to serve on Sysco, Corp. ("Sysco"). We communicated with the Court regarding Sodexho's continued stalling of discovery. We participated in a telephone conference with the Court regarding the same.

69. We held a telephone conference with defendants concerning mediation of the case, drafted a letter on the same, and reviewed Michael Foods' comments on the letter.

70. We conducted telephone conferences with Feesers' expert.

71. We negotiated issues related to the confidentiality order and modified the order pursuant to internal discussions and conversations with opposing counsel.

72. We continued our ongoing legal research and maintained and updated an internal document management system.

73. The total Dewey fees accrued in this month are \$147,626.25 and Dewey provided a write off of fees of \$2,626.25.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
7/2004	Kessler, J.	\$725	6.50	\$4,712.50	
	Collins, J.	\$675	10.50	\$7,087.50	
	O'Kelly, E.	\$460	70.25	\$32,315.00	
	Sandler, E.	\$290	153.00	\$44,370.00	
	Other Associate	\$260	145.25	\$37,765.00	
	Litigation Support	\$151.83	75.75	\$11,501.25	

	Paralegal	\$125	79.00	\$9,875.00	
Write Off					(\$2,626.25)
					\$145,000.00

74. Feesers does not claim \$580.00 that was billed to Feesers during this month because such fees were not sufficiently related to the prosecution of the lawsuit; therefore, the total Dewey fees claimed in this month are **\$144,420.00**.

Services Performed During August 2004

75. We conducted telephone conferences with Feesers' employees regarding the production of Feesers' documents.

76. We also reviewed and analyzed voluminous documents produced by Michael Foods and Feesers.

77. We drafted responses and objections to Michael Foods' document requests.

78. We conferred with Sodexho's counsel, and held a telephone conference with the Court regarding ongoing discovery disputes with Sodexho.

79. We conducted telephone conferences with Dr. Larner regarding his expert report.

80. We drafted a letter on mediation.

81. We communicated with Sysco and Ecolab regarding third party discovery.

82. We maintained and updated an internal document management system.

83. The total Dewey fees accrued in this month are \$130,260.00 and Dewey provided a write off of fees of \$5,260.00.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
8/2004	Kessler, J.	\$725	8.25	\$5,981.25	
	Collins, J.	\$675	5.50	\$3,712.50	
	O'Kelly, E.	\$460	74.00	\$34,040.00	
	Freimuth, M.	\$335	62.25	\$20,853.75	
	Sandler, E.	\$290	76.00	\$22,040.00	
	Schepard, D.	\$260	122.75	\$31,915.00	
	Litigation Support	\$175	28.25	\$4,943.75	
	Paralegal	\$128.41	52.75	\$6,773.75	
Write Off					(\$5,260.00)
					\$125,000.00

84. The total Dewey fees claimed in this month are **\$125,000**.

Services Performed During September 2004

85. We conducted telephone conferences and meetings with Dr. Lerner.

86. We reviewed and edited Feesers' mediation demands, and evaluated Sodexho and Michael Foods' mediation demands.

87. We reviewed and analyzed Michael Foods' production. We also reviewed numerous Feesers' documents in preparation for production. We

travelled to Harrisburg, Pennsylvania and met with Feesers' employees regarding documents for production.

88. We maintained and updated an internal document management system.

89. The total Dewey fees billed and claimed in this month are **\$118,097.50.**

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
9/2004	Kessler, J.	\$725	7.50	\$5,437.50	
	Collins, J.	\$675	17.50	\$11,812.50	
	O'Kelly, E.	\$460	73.50	\$33,810.00	
	Freimuth, M.	\$335	91.25	\$30,568.75	
	Sandler, E.	\$290	65.00	\$18,850.00	
	Other Associate	\$260	27.00	\$7,020.00	
	Litigation Support	\$163.69	43.75	\$7,161.25	
	Paralegal	\$125	27.50	\$3,437.50	
					\$118,097.50

Services Performed During October 2004

90. We continued to work on discovery issues, including review and analysis of documents, communication with Sodexho, Michael Foods, and Sysco regarding discovery demands and disputes, and communication with the Court concerning an extension of time. We worked on discovery disputes with Schwan's.

91. We conferred with Dr. Larner regarding his pricing analysis.

92. We continued our ongoing legal research and maintained and updated an internal document management system.

93. The total Dewey fees billed and claimed in this month are **\$83,607.50**.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
10/2004	Kessler, J.	\$750	7.75	\$5,812.50	
	Collins, J.	\$700	25.50	\$17,850.00	
	O'Kelly, E.	\$490	56.25	\$27,562.50	
	Freimuth, M.	\$400	27.25	\$10,900.00	
	Sandler, E.	\$340	36.25	\$12,325.00	
	Casey, C.	\$240	12.75	\$3,060.00	
	Litigation Support	\$167.14	22.75	\$3,802.50	
	Paralegal	\$135	17.00	\$2,295.00	
					\$83,607.50

Services Performed During November 2004

94. We continued to engage with Sodexho, Michael Foods and third parties regarding discovery issues, including exchanging numerous letters regarding discovery disputes with counsel.

95. We reviewed Feesers', Sodexho's and Michael Foods' document productions, and prepared for depositions of Michael Foods and Sodexho employees.

96. We conducted multiple meetings with Dr. Larner relating to his analysis and progress on his report.

97. We continued our ongoing legal research and maintained and updated an internal document management system.

98. The total Dewey fees accrued in this month are \$113,998.75 and Dewey provided a write off of fees of \$5,000.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
11/2004	Kessler, J.	\$750	4.75	\$3,562.50	
	Collins, J.	\$700	20.25	\$14,175.00	
	O'Kelly, E.	\$490	91.25	\$44,712.50	
	Freimuth, M.	\$400	40.25	\$16,100.00	
	Sandler, E.	\$340	3.75	\$1,275.00	
	Casey, C.	\$240	75.00	\$18,000.00	
	Litigation Support	\$210	37.25	\$7,822.50	
	Paralegal	\$137.47	60.75	\$8,351.25	
Write Off					(\$5,000.00)
					\$108,998.75

99. The total Dewey fees claimed in this month are **\$108,998.75**.

Services Performed During December 2004

100. We continued reviewing, analyzing, coding and preparing Feesers' documents for production, and we reviewed and analyzed Sodexho and Michael Foods' document productions. We continued to correspond with the defendants over ongoing discovery disputes.

101. We held numerous telephone conferences with Dr. Larner to discuss pricing data.

102. We prepared Fed. R. Civ. P. 30(b)(6) notices for Sodexho, and we drafted deposition outlines for Sodexho and Michael Foods.

103. We conducted legal research.

104. We maintained and updated an internal document management system.

105. The total Dewey fees billed and claimed in this month are **\$140,886.25**.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
12/2004	Kessler, J.	\$750	6.25	\$4,687.50	
	Collins, J.	\$700	33.50	\$23,450.00	
	O'Kelly, E.	\$490	61.00	\$29,890.00	
	Freimuth, M.	\$400	58.00	\$23,200.00	
	Casey, C.	\$240	156.75	\$37,620.00	
	Litigation Support	\$190.59	76.50	\$14,580.00	
	Paralegal	\$135	55.25	\$7,458.75	
					\$140,886.25

Services Performed During January 2005

106. We continued to review and analyze voluminous documents produced by Sodexho, Michael Foods and Feesers, including categorizing the documents according to relevant issues, topics and witnesses.

107. We participated in numerous calls with Feesers' employees relating to discovery issues.

108. We held numerous calls with Dr. Larner and his economic consulting firm, CRA International ("CRA"), concerning Dr. Larner's expert report.

109. We prepared responses and objections to Sodexho's document requests and continued drafting Sodexho deposition outlines.

110. We communicated with opposing counsel about ongoing discovery issues.

111. We maintained and updated an internal document management system.

112. The total Dewey fees billed and claimed in this month are **\$184,476.25.**

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
1/2005	Kessler, J.	\$750	7.00	\$5,250.00	
	Collins, J.	\$700	28.50	\$19,950.00	
	O'Kelly, E.	\$490	69.00	\$33,810.00	
	Freimuth, M.	\$400	55.00	\$22,000.00	
	Casey, C.	\$240	183.00	\$43,920.00	
	Other Associate	\$240	45.75	\$10,980.00	
	Litigation Support	\$210	75.00	\$15,750.00	
	Paralegal	\$156.83	209.25	\$32,816.25	
					\$184,476.25

Services Performed During February 2005

113. We reviewed and analyzed Sodexho's voluminous production; we also travelled to Sodexho's Gaithersburg, Maryland office and reviewed documents on site, and selected additional documents for production; we reviewed and analyzed third party documents; we reviewed, analyzed and prepared Feesers' documents in preparation for production.

114. We participated in numerous calls with Dr. Larner and his associates concerning Dr. Larner's expert report.

115. We continued drafting deposition outlines for Sodexho and Michael Foods witnesses.

116. We maintained and updated our document management system.

117. The total Dewey fees billed in this month are \$180,002.50.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
2/2005	Kessler, J.	\$750	5.25	\$3,937.50	
	Collins, J.	\$700	18.50	\$12,950.00	
	O'Kelly, E.	\$490	80.50	\$39,445.00	
	Freimuth, M.	\$400	97.75	\$39,100.00	
	Casey, C.	\$240	146.75	\$35,220.00	
	Other Associate	\$240	31.50	\$7,560.00	
	Litigation Support	\$210	50.00	\$10,500.00	
	Paralegal	\$164.95	189.50	\$31,257.50	
	Other	\$130	0.25	32.50	
					\$180,002.50

118. Feesers does not claim \$155 that was billed to Feesers during this month because such fees were not sufficiently related to the prosecution of the lawsuit; therefore, the total Dewey fees claimed in this month are **\$179,847.50**.

Services Performed During March 2005

119. We reviewed and analyzed defendants' production in preparation for the depositions of Michael Elliot and Vicky Wass, drafted deposition outlines for the same, prepared exhibits for the Elliot and Wass depositions, and took the depositions of Elliot and Wass in Minneapolis, Minnesota.

120. We reviewed and analyzed defendants' voluminous document production in preparation for the depositions of James Pazzanese, Mitchell Greenberg, Robert Angler and Robin Clayton.

121. We drafted a master Sodexho deposition outline, discussed deposition scheduling with opposing counsel and third parties, prepared letters on the same, and drafted a subpoena for iMark employee Robert Angler.

122. We reviewed and analyzed defendants' productions for financial documents to provide to Dr. Larner and CRA; we reviewed defendants' productions for deficiencies, such as illegible documents; we prepared requests to admit to Michael Foods.

123. We continued to conduct legal research.

124. We maintained and updated an internal document management system.

125. The total Dewey fees accrued in this month are \$266,380.00 and Dewey provided a write off of fees of \$11,380.00.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
3/2005	Kessler, J.	\$750	6.00	\$4,500.00	
	Collins, J.	\$700	36.75	\$25,725.00	
	O'Kelly, E.	\$490	149.00	\$73,010.00	
	Freimuth, M.	\$400	114.00	\$45,600.00	
	Casey, C.	\$240	214.00	\$51,360.00	
	Other Associate	\$240	46.50	\$11,160.00	
	Litigation Support	\$210	84.50	\$17,745.00	
	Paralegal	\$158.30	235.50	\$37,280.00	
Write Off					(\$11,380.00)
					\$255,000.00

126. The total Dewey fees claimed in this month are **\$255,000.00**.

Services Performed During April 2005

127. We reviewed and analyzed defendants' production in preparation for the depositions of Robert Angler, Robin Clayton, Mitchell Greenberg and James Pazzanese, we drafted deposition outlines, we prepared deposition notices, we gathered exhibits for the depositions, and we took the depositions of Clayton, Angler, and Greenberg.

128. We conducted numerous telephone conference calls with Dr. Larner on his expert report.

129. We reviewed and analyzed voluminous Feesers' documents in preparation for Feesers' second production.

130. We prepared letters to Michael Foods and Sodexho concerning document production deficiencies, supplemental responses to Sodexho's Interrogatories and we edited requests to admit.

131. We maintained and updated an internal document management system.

132. The total Dewey fees billed and claimed in this month are **\$234,958.75.**

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
4/2005	Kessler, J.	\$750	3.75	\$2,812.50	
	Collins, J.	\$700	71.50	\$50,050.00	
	O'Kelly, E.	\$490	124.25	\$60,882.50	
	Freimuth, M.	\$400	138.00	\$55,200.00	
	Casey, C.	\$260	159.50	\$41,470.00	
	Paralegal	\$162.27	151.25	\$24,543.75	
					\$234,958.75

Services Performed During May 2005

133. We finalized preparations for the James Pazzanese deposition and took his deposition in Gaithersburg, Maryland. We annotated the deposition transcripts of Robin Clayton, Robert Angler and Mitchell Greenberg.

134. We reviewed voluminous Sodexho contracts and proposals in preparation for Fed. R. Civ. P. 30(b)(6) depositions, and we reviewed and analyzed documents produced by Sysco. We continued communicating with opposing counsel regarding production deficiencies.

135. We edited the protective order, drafted and edited a motion for a protective order, and prepared declarations in support of the same.

136. We held numerous meetings with Dr. Larner and his associates to discuss his expert report.

137. We reviewed Michael Foods' Motion for Summary Judgment, conducted strategy meetings, and began drafting opposition papers. We drafted a Fed. R. Civ. P. 56(f) motion and supporting declarations.

138. We maintained and updated an internal document management system.

139. The total Dewey fees accrued in this month are \$258,843.75 and Dewey provided a write off of fees of \$3,843.75.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
5/2005	Kessler, J.	\$750	7.75	\$5,812.50	
	Collins, J.	\$700	48.50	\$33,950.00	
	O'Kelly, E.	\$490	96.25	\$47,162.50	
	Freimuth, M.	\$400	210.25	\$84,100.00	
	Casey, C.	\$260	228.25	\$59,345.00	
	Other Associate	\$190	16.50	\$3,135.00	
	Litigation Support	\$210	22.25	\$4,672.50	
	Paralegal	\$169.05	122.25	\$20,666.25	
Write Off					(\$3,843.75)
					\$255,000.00

140. Feesers does not claim \$4,300 that was billed to Feesers during this month because such fees were not sufficiently related to the prosecution of the lawsuit; therefore, the total Dewey fees claimed in this month are **\$250,700.00**.

Services Performed During June 2005

141. We continued drafting and editing opposition papers to Michael Foods' Motion for Summary Judgment and conducted research related to the motion. We continued drafting and editing a Fed. R. Civ. P. 56(f) motion and supporting declarations and researched legal issues related to the motion. We drafted and edited requests to admit to Sodexho and Michael Foods.

142. We prepared for the first deposition of John Tighe, including reviewing documents and creating an outline of materials. We defended Tighe's deposition.

143. We reviewed Sodexho's contracts with its customers in preparation for the deposition of Lisa Burchell, and drafted, edited and served deposition notices on Burchell and Dana Johnston. We reviewed Sodexho's proposals to its customers.

144. We conducted telephone conferences with Feesers' employees to continue to develop factual evidence.

145. We conducted telephone conferences with Dr. Larner and CRA regarding the expert report.

146. We maintained and updated an internal document management system.

147. The total Dewey fees billed and claimed in this month are **\$240,826.25.**

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
6/2005	Kessler, J.	\$750	34.25	\$25,687.50	
	Collins, J.	\$700	44.00	\$30,800.00	
	O'Kelly, E.	\$490	121.25	\$59,412.50	
	Freimuth, M.	\$400	147.50	\$59,000.00	
	Casey, C.	\$260	188.25	\$48,945.00	
	Paralegal	\$142.70	119.00	\$16,981.25	
					\$240,826.25

Services Performed During July 2005

148. We drafted and edited a reply to Feesers' Fed. R. Civ. P. 56(f) motion. We researched legal issues related to the reply brief and filed the motion.

149. We drafted an outline for Sodexho's Fed. R. Civ. P. 30(b)(6) deposition and gathered exhibits related to the same. We took Sodexho's Rule 30(b)(6) deposition in Boston, Massachusetts.

150. We reviewed documents in preparation for the Burchell, Johnston and Rochette depositions, prepared deposition outlines for each individuals, and travelled to Gaithersburg, Maryland and Hartford, Connecticut to take the depositions of Burchell and Johnston, respectively.

151. We continued to review Sodexho's voluminous document production.

152. We communicated with opposing counsel regarding ongoing discovery disputes. We drafted and edited a motion for a protective order regarding Michael Food's Fed. R. Civ. P. 30(b)(6) deposition.

153. We maintained and updated an internal document management system.

154. The total Dewey fees billed in this month are \$184,262.50.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
7/2005	Kessler, J.	\$750	4.25	\$3,187.50	
	Collins, J.	\$700	11.00	\$7,700.00	
	O'Kelly, E.	\$490	143.00	\$70,070.00	
	Freimuth, M.	\$400	139.25	\$55,700.00	
	Casey, C.	\$260	87.50	\$22,750.00	
	Paralegal	\$140.03	177.5	\$24,855.00	
					\$184,262.50

155. Feesers does not claim \$2,102.50 that was billed to Feesers during this month because such fees were not sufficiently related to the prosecution of the lawsuit; therefore, the total Dewey fees claimed in this month are **\$182,160.00**.

Services Performed During August 2005

156. We reviewed documents in advance of the Rochette deposition and took the deposition in Gaithersburg, Maryland. We prepared materials for the Sysco Fed. R. Civ. P. 30(b)(6) deposition, we drafted an outline for the deposition, and we took the deposition in Atlanta, Georgia. We prepared for the deposition of Feesers' employees, including reviewing documents for the Terry Bowman, Denny Layton, Sam Botte and Dave Bressler depositions. We drafted outlines for the Bowman and Layton depositions. We reviewed and annotated the transcripts of the first Tighe deposition, the Toomey deposition, the Rochette deposition and the Johnston deposition.

157. We participated in multiple meet and confers with Michael Foods and Sodexo regarding ongoing discovery disputes. We reviewed Feesers' financial statements in connection with a dispute with Michael Foods, drafted a letter to this Court concerning the same, and reviewed opposing counsel's letter and this Court's Order on the issue. We drafted a stipulation regarding Feesers' accounting practices.

158. We drafted a brief in support of a motion for protective order, and we edited and revised a motion for protective order, and Feesers' responses to Michael Foods' contention interrogatories. We drafted and edited Feesers' responses to Michael Foods second set of interrogatories; and we drafted objections to Michael Foods' document requests.

159. We maintained and updated an internal document management system.

160. The total Dewey fees accrued in this month are \$189,055.00 and Dewey provided a write off of fees of \$4,055.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
8/2005	Kessler, J.	\$750	5.25	\$3,937.50	
	Collins, J.	\$700	30.00	\$21,000.00	
	O'Kelly, E.	\$490	83.75	\$41,037.50	
	Freimuth, M.	\$400	149.75	\$59,900.00	
	Casey, C.	\$260	34.50	\$8,970.00	
	Torpey, S.	\$260	150.50	\$39,130.00	
	Paralegal	\$130	116.00	\$15,080.00	
Write Off					(\$4,055.00)
					\$185,000.00

161. The total Dewey fees claimed in this month are **\$185,000**.

Services Performed During September 2005

162. We continued to engage with opposing counsel regarding discovery disputes.

163. We continued to prepare for the deposition of Feesers' employees, including review of voluminous documents for the Bowman, Layton, Botte, Bressler, Tighe, Jim States, and Thomas Brandt depositions. We created witness kits and drafted outlines related to the same, and we attended and defended each of the seven depositions. We prepared for and took a Sodexho Fed. R. Civ. P. 30(b)(6) deposition Boston, Massachusetts.

164. We drafted and served a notice of deposition for defendants' expert Dr. Scheffman, and we reviewed and analyzed the materials cited in his expert report.

165. We drafted and edited responses to Michael Foods' contention interrogatories; we prepared responses to Michael Foods' second set of interrogatories; and we drafted and edited responses to Sodexho and Sysco's requests to admit.

166. We maintained and updated an internal document management system.

167. The total Dewey fees billed and claimed in this month are **\$264,530.00.**

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
9/2005	Kessler, J.	\$750	25.75	\$19,312.50	
	Collins, J.	\$700	83.50	\$58,450.00	
	O'Kelly, E.	\$490	166.00	\$81,340.00	
	Freimuth, M.	\$400	97.00	\$38,800.00	
	Torpey, S.	\$260	224.00	\$58,240.00	
	Paralegal	\$130	54.75	\$7,117.50	
	Litigation Support	\$133.68	9.50	\$1,270.00	
					\$264,530.00

Services Performed During October 2005

168. We outlined, researched, drafted, and edited the papers associated with summary judgment briefing.

169. We prepared for and defended Dr. Larner's deposition. We prepared to take Dr. Scheffman's deposition.

170. We prepared responses and objections to Sodexho's requests to admit and Sodexho's document requests, and we drafted and revised contention interrogatories.

171. We maintained and updated an internal document management system.

172. The total Dewey fees accrued in this month are \$181,763.75 and Dewey provided a write off of fees of \$10,000.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
10/2005	Kessler, J.	\$800	20.00	\$16,000.00	
	Collins, J.	\$725	17.00	\$12,325.00	
	O'Kelly, E.	\$500	120.25	\$60,125.00	
	Freimuth, M.	\$435	8.75	\$3,806.25	
	Haley, E.	\$410	57.50	\$23,575.00	
	Torpey, S.	\$310	115.50	\$35,805.00	
	Other Associate	\$435	40.50	\$17,617.50	
	Paralegal	\$140	65.75	\$9,205.00	
	Litigation Support	\$147.89	22.50	\$3,305.00	
Write Off					(\$10,000.00)
					\$171,763.75

173. Feesers does not claim \$1,015 that was billed to Feesers during this month because such fees were not sufficiently related to the prosecution of the lawsuit; therefore, the total Dewey fees claimed in this month are **\$170,748.75**.

Services Performed During November 2005

174. We continued drafting, editing and revising of Feesers' summary judgment papers. We conducted research on the same. We drafted declarations for Tighe, Kaufman, States, Bowman and Layton in connection with the summary judgment papers. We drafted opposition briefs to defendants' summary judgment and *Daubert* briefs. We conducted research on the same. We drafted and revised Feesers' *Daubert* motions.

175. We prepared for and took the deposition of Dr. Scheffman in Washington, D.C.

176. We reviewed and edited contention interrogatories. We reviewed and analyzed Sodexho's voluminous production, with particularly close attention paid to competitive analyses and customer proposals.

177. We maintained and updated an internal document management system.

178. The total Dewey fees accrued in this month are \$411,962.50 and Dewey provided a write off of fees of \$20,000.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
11/2005	Kessler, J.	\$800	17.25	\$13,800.00	
	Collins, J.	\$725	84.00	\$60,900.00	
	O'Kelly, E.	\$500	197.50	\$98,750.00	
	Haley, E.	\$410	219.75	\$90,097.50	
	Torpey, S.	\$310	262.50	\$81,375.00	
	Other Associates	\$385.12	50.75	\$19,545.00	
	Paralegal	\$140	339.25	\$47,495.00	
Write Off					(\$20,000.00)
					\$391,962.50

179. Feesers does not claim \$1,575 that was billed to Feesers during this month because such fees were not sufficiently related to the prosecution of the lawsuit; therefore, the total Dewey fees claimed in this month are **\$390,387.50**.

Services Performed During December 2005

180. We continued to draft, edit and revise Feesers' summary judgment papers. We conducted legal and factual research on the same. We continued to draft, edit and revise Feesers' *Daubert* motions and oppositions to defendants' motions to strike.

181. We consulted with Dr. Lerner regarding his declaration.

182. We maintained and updated an internal document management system.

183. The total Dewey fees billed in this month are \$335,678.75.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
12/2005	Kessler, J.	\$800	31.75	\$25,400.00	
	Collins, J.	\$725	72.00	\$52,200.00	
	O'Kelly, E.	\$500	167.75	\$83,875.00	
	Haley, E.	\$410	146.50	\$60,065.00	
	Torpey, S.	\$310	236.25	\$73,237.50	
	Other Associate	\$435	31.75	\$13,811.25	
	Paralegal	\$140	193.50	\$27,090.00	
					\$335,678.75

184. Feesers does not claim \$1,610 that was billed to Feesers during this month because such fees were not sufficiently related to the prosecution of the lawsuit; therefore, the total Dewey fees claimed in this month are **\$334,068.75**.

Services Performed During January of 2006

185. We continued to draft and revise the reply brief to defendants' opposition to the amicus filing as well as the opposition to defendants' motion to strike Dr. Larner's declaration. We arranged for and organized the filing of these papers.

186. We continued to support these filings with legal and factual research, and communicated internally to discuss the results.

187. We maintained and updated an internal document management system.

188. The total Dewey fees billed and claimed for legal services performed during this month are **\$46,285.00**.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
1/2006	Kessler, J.	\$800	2.25	\$1,800.00	
	Collins, J.	\$725	10.00	\$7,250.00	
	O'Kelly, E.	\$550	16.75	\$9,212.50	
	Haley, E.	\$410	5.50	\$2,255.00	
	Torpey, S.	\$310	77.25	\$23,947.50	
	Paralegal	\$140	13.00	\$1,820.00	
					\$46,285.00

Services Performed During February of 2006

189. We received the orders regarding the *Daubert* filings and reviewed them. We drafted and sent a letter to this Court regarding oral argument.

190. We began to prepare and research for our pre-trial memorandum, and began initial planning for trial.

191. We maintained and updated an internal document management system.

192. The total Dewey fees billed and claimed for legal services performed during this month are **\$21,248.75**.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
2/2006	Kessler, J.	\$800	3.50	\$2,800.00	
	Collins, J.	\$725	7.50	\$5,437.50	
	O'Kelly, E.	\$550	5.25	\$2,887.50	
	Haley, E.	\$410	11.25	\$4,612.50	
	Torpey, S.	\$310	12.25	\$3,797.50	
	Other Associate	\$435	2.25	\$978.75	
	Paralegal	\$140	5.25	\$735.00	
					\$21,248.75

Services Performed During March of 2006

193. We prepared for Dr. Larner's hearing, which included extensive communication with Dr. Larner, as well as the collection and processing of the exhibits and demonstratives to be used at that hearing. We travelled to Harrisburg, Pennsylvania and we attended and participated in the hearing.

194. We responded to defendants' interrogatories.

195. We began to prepare for trial by continuing to draft our pre-trial memorandum, completing deposition designations, and drafting the Fed. R. Civ. P. 56.1 statement of facts and conclusions of law.

196. We maintained and updated an internal document management system.

197. The total Dewey fees billed and claimed for legal services performed during this month are **\$153,216.25**.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
3/2006	Kessler, J.	\$800	14.00	\$11,200.00	
	Collins, J.	\$725	12.50	\$9,062.50	
	O'Kelly, E.	\$550	35.00	\$19,250.00	
	Haley, E.	\$410	136.50	\$55,965.00	
	Torpey, S.	\$310	74.75	\$23,172.50	
	Other Associate	\$435	29.50	\$12,832.50	
	Paralegal	\$140	119.50	\$16,730.00	
	Litigation Support	\$206.34	24.25	\$5,003.75	
					\$153,216.25

Services Performed During April of 2006

198. We continued the process of trial preparation, including: deposition designations, compilation and development of the trial witness list, trial exhibit list, communications with the client with regard to the witness and exhibit lists,

communications with this Court with regard to scheduling, creating the witness kits and internal communications about trial strategy.

199. We maintained and updated an internal document management system.

200. The total Dewey fees billed and claimed for legal services performed during this month are **\$154,141.25**.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
4/2006	Kessler, J.	\$800	3.75	\$3,000.00	
	Collins, J.	\$725	7.00	\$5,075.00	
	O'Kelly, E.	\$550	91.00	\$50,050.00	
	Haley, E.	\$410	48.00	\$19,680.00	
	Torpey, S.	\$310	186.50	\$57,815.00	
	Other Associate	\$435	2.75	\$1,196.25	
	Paralegal	\$140	123.75	\$17,325.00	
					\$154,141.25

Services Performed During May of 2006

201. We continued the process of pre-trial preparation, including designation of the record, pre-trial scheduling, drafting proposed findings of fact and law.

202. On the May 4, 2006 we received the Court's summary judgment decision in favor of defendants. We drafted and filed a notice of appeal and began

legal research for the appeal, and completed administrative tasks associated with the appeal. We drafted a summary of the case for the Third Circuit.

203. We maintained and updated an internal document management system.

204. The total Dewey fees billed for legal services performed during this month are \$120,000.00.

<u>Month</u>	<u>Professional</u>	<u>Rate</u> ¹	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
5/2006	Kessler, J.	\$742	9.50	\$7,050.77	
	Collins, J.	\$673	13.50	\$9,080.19	
	O'Kelly, E.	\$510	87.75	\$44,774.71	
	Haley, E.	\$380	64.50	\$24,533.91	
	Torpey, S.	\$288	63.50	\$18,262.46	
	Newhouse, J.	\$176	28.75	\$5,067.74	
	Paralegal	\$130	86.00	\$11,230.22	
					\$120,000.00

205. Feesers does not claim \$510 that was billed to Feesers during this month because such fees were not sufficiently related to the prosecution of the lawsuit; therefore, the total Dewey fees claimed for legal services performed during this month are **\$119,490**.

¹ During this month, Dewey adjusted the attorneys' billing rates downward in order to cap the monthly fees billed at \$120,000.

Services Performed During June of 2006

206. We continued to research and draft the appeal brief. We began to compile and organize the appellate brief appendix, which encompassed eighteen volumes of documents, and worked with a vendor to prepare it for filing.

207. We drafted a motion to stay the bill of costs. We developed and drafted a joint motion to seal documents with opposing council.

208. We maintained and updated an internal document management system.

209. The total Dewey fees billed and claimed for legal services performed during this month are **\$94,340.00**.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
6/2006	Kessler, J.	\$800	6.25	\$5,000.00	
	O'Kelly, E.	\$550	93.00	\$51,150.00	
	Haley, E.	\$410	20.50	\$8,405.00	
	Torpey, S.	\$310	58.75	\$18,212.50	
	Other Associate	\$270	36.25	\$9,787.50	
	Paralegal	\$140	12.75	\$1,785.00	
					\$94,340.00

Services Performed During July of 2006

210. We focused on the appeal brief, including: drafting and revising the brief; document review to support the appeal brief; compiling and organizing the

voluminous appendix to the appeal brief; and coordinating internally to prepare for the filing and service of the appeal papers.

211. We maintained and updated an internal document management system.

212. The total Dewey fees billed and claimed for legal services performed during this month are **\$140,405.00**.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
7/2006	Kessler, J.	\$800	16.25	\$13,000.00	
	Collins, J.	\$725	7.50	\$5,437.50	
	O'Kelly, E.	\$550	107.50	\$59,125.00	
	Haley, E.	\$410	46.00	\$18,860.00	
	Torpey, S.	\$310	74.00	\$22,940.00	
	Other Associate	\$270	65.75	\$17,752.50	
	Paralegal	\$140	23.50	\$3,290.00	
					\$140,405.00

Services Performed During August of 2006

213. We continued to work on the appeal: reviewing appellees' opposition to our appeal; analyzing materials cited by defendants and cataloguing discrepancies between appellees' assertions and the cited materials; and drafting our reply, including making outlines, collecting factual support and convening for internal meetings regarding strategy. We drafted a request for oral argument.

214. We maintained and updated an internal document management system.

215. The total Dewey fees billed and claimed for legal services performed during this month are **\$89,607.50**.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
8/2006	Kessler, J.	\$800	9.00	\$7,200.00	
	Collins, J.	\$725	2.50	\$1,812.50	
	O'Kelly, E.	\$550	72.00	\$39,600.00	
	Haley, E.	\$410	38.00	\$15,580.00	
	Torpey, S.	\$310	71.75	\$22,242.50	
	Other Associate	\$270	11.75	\$3,172.50	
					\$89,607.50

Services Performed During September of 2006

216. We continued to draft and revise the reply brief to appellees' opposition to our appeal, we continued to work on finalizing the voluminous appendix for the appeal; and we communicated internally and with the vendor to ensure that the appendix was ready for filing.

217. We completed the internal finalization our reply and thereafter prepared it for filing. We completed the filing to the Third Circuit.

218. We reviewed the interim order issued by the Third Circuit regarding filing under seal and supplementing the joint appendix.

219. We maintained and updated an internal document management system.

220. The total Dewey fees billed and claimed for legal services performed during this month are **\$32,277.50**.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
9/2006	Kessler, J.	\$800	7.50	\$6,000.00	
	Collins, J.	\$725	2.50	\$1,812.50	
	O'Kelly, E.	\$550	22.00	\$12,100.00	
	Haley, E.	\$410	6.00	\$2,460.00	
	Torpey, S.	\$310	31.50	\$9,765.00	
	Paralegal	\$140	1.00	\$140.00	
					\$32,277.50

Services Performed During October of 2006

221. We communicated with this Court and opposing counsel regarding scheduling of oral argument on appeal.

222. We prepared documents from various pleadings for attorney review by loading them into internal electronic discovery systems.

223. The total Dewey fees billed and claimed for legal services performed during this month are **\$181.25**.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
10/2006	O'Kelly, E.	\$600	0.25	\$150.00	
	Litigation Support	\$125	0.25	\$31.25	
					\$181.25

Services Performed During November of 2006

224. We corresponded with the Third Circuit and opposing counsel regarding dates for oral argument.

225. The total Dewey fees billed for legal services performed during this month are \$5,156.25.00.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
11/2006	O'Kelly, E.	\$600	7.50	\$4,500.00	
	Torpey, S.	\$375	1.75	\$656.25	
					\$5,156.25

226. Feesers does not claim \$4,556.25 that was billed to Feesers during this month because such fees were not sufficiently related to the prosecution of the lawsuit; therefore, the total Dewey fees claimed for legal services performed during this month are **\$600**.

Services Performed During January 2007

227. We communicated with the client regarding possible dates for our Third Circuit argument and regarding a change of local counsel.

228. We drafted an authorization to switch local counsel.

229. The total Dewey fees billed for legal services performed during this month are \$1,650.00.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
1/2007	O'Kelly, E.	\$600	2.75	\$1,650.00	
					\$1,650.00

230. Feesers does not claim \$150 that was billed to Feesers during this month because such fees were not sufficiently related to the prosecution of the lawsuit; therefore, the total Dewey fees claimed for legal services performed during this month are **\$1,500**.

Services Performed During February 2007

231. We communicated with the Third Circuit regarding the schedule for oral argument.

232. We conducted further legal research in connection with the appeal.

233. The total Dewey fees billed for legal services performed during this month are \$4,035.00.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
2/2007	O'Kelly, E.	\$600	4.50	\$2,700.00	
	Haley, E.	\$455	2.50	\$1,137.50	
	Torpey, S.	\$395	0.50	\$197.50	
					\$4,035.00

234. Feesers does not claim \$450.00 that was billed to Feesers during this month because such fees were not sufficiently related to the prosecution of the lawsuit; therefore, the total Dewey fees claimed for legal services performed during this month are **\$3,585.00**.

Services Performed During March of 2007

235. We prepared for oral argument of the appeal.

236. We maintained and updated an internal document management system.

237. The total Dewey fees billed and claimed for legal services performed during this month are **\$1,450.00**.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
3/2007	Kessler, J.	\$850	1.00	\$850.00	
	O'Kelly, E.	\$600	1.00	\$600.00	
					\$1,450.00

Services Performed During April of 2007

238. We prepared for oral argument including reviewing materials that were relevant to our argument, such as case law and materials on the record; drafting and sending a letter the Court regarding scheduling oral argument; participating in a conference with the Clerk of the Court regarding scheduling of

the argument; and communicating with the client regarding our upcoming argument.

239. The total Dewey fees billed for legal services performed during this month are \$22,762.50.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
4/2007	Kessler, J.	\$850	1.75	\$1,487.50	
	O'Kelly, E.	\$600	25.00	\$15,000.00	
	Haley, E.	\$455	4.25	\$1,933.75	
	Torpey, S.	\$395	7.75	\$3,061.25	
	Paralegal	\$160	8.00	\$1,280.00	
					\$22,762.50

240. Feesers does not claim \$600.00 that was billed to Feesers during this month because such fees were not sufficiently related to the prosecution of the lawsuit; therefore, the total Dewey fees billed for legal services performed during this month are **\$22,162.5**.

Services Performed During May of 2007

241. We prepared materials and reviewed and analyzed case law in preparation for the oral argument of our appeal before the Third Circuit. We communicated with opposing council regarding the time allocated for argument. We participated in oral argument at the Third Circuit in Philadelphia, Pennsylvania.

242. We reviewed and marked the transcript of the oral argument and communicated with opposing council regarding the transcript.

243. We finalized and filed the transcript of the oral argument.

244. We maintained and updated an internal document management system.

245. The total Dewey fees billed for legal services performed during this month are \$61,831.25.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
5/2007	Kessler, J.	\$850	22.75	\$19,337.50	
	O'Kelly, E.	\$600	28.50	\$17,100.00	
	Haley, E.	\$455	27.00	\$12,285.00	
	Torpey, S.	\$395	30.25	\$11,948.75	
	Paralegal	\$160	7.25	\$1,160.00	
					\$61,831.25

246. Feesers does not claim \$300.00 that was billed to Feesers during this month because such fees were not sufficiently related to the prosecution of the lawsuit; therefore, the total Dewey fees claimed for legal services performed during this month are **\$61,531.25**.

Services Performed During June of 2007

247. Feesers does not claim \$540.00 that was billed to Feesers during this month because such fees were not sufficiently related to the prosecution of the lawsuit. Therefore, Feesers claims no Dewey fees for June of 2007.

Services Performed During August of 2007

248. We analyzed the Third Circuit decision regarding summary judgment and began to develop our strategy on remand. We communicated with opposing council regarding the implication of the Third Circuit decision.

249. We prepared, filed and served the bill of costs on the appeal.

250. We continued our ongoing legal research.

251. We maintained and updated an internal document management system.

252. The total Dewey fees billed and claimed for legal services performed during this month are **\$12,575.00**.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
8/2007	Kessler, J.	\$850	4.00	\$3,400.00	
	Collins, J.	\$750	1.50	\$1,125.00	
	O'Kelly, E.	\$600	5.50	\$3,300.00	
	Haley, E.	\$455	6.75	\$3,071.25	
	Torpey, S.	\$395	4.25	\$1,678.75	
					\$12,575.00

Services Performed During September of 2007

253. We sent a letter brief to this Court regarding issues to be decided at trial. We prepared talking points for and participated in a call with this Court to discuss the scope of the trial.

254. We held internal meetings to discuss the work needed to move forward with trial preparation, and we participated in a telephone conference with Dr. Larner regarding trial strategy.

255. We began to catalog, review and analyze tens of thousands of pages of exhibits for use at trial.

256. The total Dewey fees billed and claimed for legal services performed during this month are **\$147,317.50**.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
9/2007	Kessler, J.	\$850	20.75	\$17,637.50	
	Collins, J.	\$750	11.00	\$8,250.00	
	O'Kelly, E.	\$600	77.75	\$46,650.00	
	Haley, E.	\$455	37.25	\$16,948.75	
	Card, L.	\$395	105.75	\$41,771.25	
	Newhouse, J.	\$260	53.00	\$13,780.00	
	Paralegal	\$160	14.25	\$2,280.00	
					\$147,317.50

Services Performed During October of 2007

257. We continued our internal preparations for trial, including working on the extensive pre-trial brief, designating numerous depositions for use at trial, participating in several telephone conferences with the client regarding potential witnesses and general trial strategy, conducting multiple internal meetings regarding trial strategy, and organizing and reviewing voluminous trial exhibits.

258. We finalized and prepared for service the letter brief to this Court regarding issues to be decided at trial, we sent a letter to this Court regarding trial preparation, drafted a memorandum for the Court regarding the order of proof, and drafted several letters to potential adverse witnesses.

259. We reviewed and discussed this Court's October 19th 2007 Pre-Trial Scheduling Order.

260. We maintained and updated an internal document management system.

261. The total Dewey fees billed and claimed for legal services performed during this month are **\$283,273.75**.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
10/2007	Kessler, J.	\$850	33.50	\$28,475.00	
	Collins, J.	\$750	37.50	\$28,125.00	
	O'Kelly, E.	\$600	103.25	\$61,950.00	
	Haley, E.	\$485	56.00	\$27,160.00	
	Card, L.	\$430	151.75	\$65,252.50	
	Torpey, S.	\$430	4.25	\$1,827.50	
	Newhouse, J.	\$260	161.75	\$42,055.00	
	Other Associate	\$395	48.25	\$19,058.75	
	Litigation Support	\$125	2.00	\$250.00	
	Paralegal	\$160	57.00	\$9,120.00	
					\$283,273.75

Services Performed During November of 2007

262. We researched and drafted Feesers' pre-trial memorandum, the statement of undisputed facts, and the statement of proposed findings of fact. We researched and drafted various other pre-trial materials, including a memorandum regarding meeting competition, a bench memorandum regarding hearsay and various motions in limine.

263. We continued to prepare internally for trial, including: researching, drafting and communicating internally regarding our trial outline; developing individual witness outlines; developing our exhibit list, including review of documents for possible inclusion; reviewing and revising the original witness list put together prior to the appeal; and beginning administrative preparation for trial,

such as planning for courtroom technology. We conducted several telephone conferences with Dr. Larner regarding trial preparation and participated in several calls with our client regarding trial preparation, and pre-trial matters.

264. We maintained and updated an internal document management system.

265. The total Dewey fees billed for legal services performed during this month are \$424,526.25.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
11/2007	Kessler, J.	\$850	25.50	\$21,675.00	
	Collins, J.	\$750	51.50	\$38,625.00	
	O'Kelly, E.	\$600	163.50	\$98,100.00	
	Haley, E.	\$485	102.00	\$49,470.00	
	Card, L.	\$430	107.00	\$46,010.00	
	Torpey, S.	\$430	108.50	\$46,655.00	
	McNutt, C.	\$260	71.50	\$18,590.00	
	Newhouse, J.	\$260	179.00	\$46,540.00	
	Other Associate	\$395	72.25	\$28,538.75	
	Litigation Support	\$235	25.50	\$5,992.50	
	Paralegal	\$165.23	147.25	\$24,330.00	
					\$424,526.25

266. Feesers does not claim \$1,200.00 that was billed to Feesers during this month because such fees were not sufficiently related to the prosecution of the

lawsuit; therefore, the total Dewey fees claimed for legal services performed during this month are **\$423,326.25**.

Services Performed During December of 2007

267. We continued our pre-trial preparations, including researching, drafting and editing our trial brief, creating a fact witness list, compiling numerous witness kits and deposition outlines, reviewing and analyzing the same, analyzing documents and drafting an outline for the examination of Dr. Larner, preparing materials and meeting with Dr. Larner regarding the same, and reviewing documents and analyzing for inclusion on our exhibit list. We began the process of readying the courtroom technology and preparing our temporary office space locally in Harrisburg for use at trial.

268. We prepared for and attended a pre-trial hearing and participated in a Local Rule 16.3 meet and confer.

269. We researched, drafted and edited multiple motions in limine, motions to exclude witnesses, and a bench memorandum on Fed. R. Evid. 803(3).

270. We maintained and updated an internal document management system.

271. The total Dewey fees accrued in this month are \$984,645.00 and Dewey provided a write off of fees of \$200,704.10.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
12/2007	Kessler, J.	\$850	59.75	\$50,787.50	
	Collins, J.	\$750	154.00	\$115,500.00	
	O'Kelly, E.	\$600	291.00	\$174,600.00	
	Haley, E.	\$485	253.00	\$122,705.00	
	Card, L.	\$430	254.25	\$109,327.50	
	Torpey, S.	\$430	303.25	\$130,397.50	
	McNutt, C.	\$260	354.00	\$92,040.00	
	Newhouse, J.	\$260	284.00	\$73,840.00	
	Silverman, Z.	\$260	182.75	\$47,515.00	
	Litigation Support	\$208.36	123.50	\$25,732.50	
	Paralegal	\$160	263.75	\$42,200.00	
Write Off					(\$200,704.10)
					\$783,940.90

272. The total Dewey fees claimed for legal services performed during this month are **\$783,940.90**.

Services Performed During January 2008

273. We tried the case over ten trial days which included preparation for opening statements; preparation of witnesses and compilation of witness outlines; conducting direct examination of Feesers' witnesses and cross-examination of defendants' witnesses; preparation of exhibits, exhibit lists and demonstratives to be used at trial; preparation of courtroom technology for demonstratives and exhibits; preparation of Dr. Larner and exhibits and demonstratives relating to his testimony; preparation of Fed. R. Evid. 1006 evidentiary compilations;

coordination with the Court and Court officers regarding logistics; preparing technological support for trial, including technical logistics in the courtroom and support for Dewey's remote office; and many other tasks.

274. Following the trial, we immediately began the process of developing Feesers' post-trial brief, including reviewing trial transcripts and materials, and discussing strategy internally and with Feesers. We began to develop and revise various other post-trial memoranda, such as a motion concerning witness affidavits, a motion to exclude an exhibit, and a bench memorandum on Fed. R. Evid. 803(3).

275. We maintained and updated an internal document management system.

276. The total Dewey fees accrued in this month are \$1,109,678.75 and Dewey provided a write off of fees of \$50,000.00.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
1/2008	Kessler, J.	\$925	188.00	\$173,900.00	
	Collins, J.	\$775	195.50	\$151,512.50	
	O'Kelly, E.	\$675	300.50	\$202,837.50	
	Haley, E.	\$495	330.25	\$163,473.75	
	Card, L.	\$440	261.00	\$114,840.00	
	Torpey, S.	\$440	331.00	\$145,640.00	
	Litigation Support	\$250	261.00	\$65,250.00	
	Paralegal	\$175.00	527.00	\$92,225.00	
Write Off					(\$50,000.00)
					\$1,059,678.75

277. The total Dewey fees claimed for legal services performed during this month are **\$1,059,678.75**.

Services Performed During February 2008

278. We continued to prepare our substantial post-trial brief, which involved legal research, drafting, preparation of supporting citations, the preparation and review of exhibits for this Court, and revisions. We continued to work on other post-trial submissions, including motions to exclude, evidentiary motions, and others. We continued to review the trial transcripts in conjunction with the post-trial briefing materials.

279. We maintained and updated an internal document management system and produced trial binders for attorney review.

280. The total Dewey fees billed and claimed for legal services performed during this month are **\$484,387.50**.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
2/2008	Kessler, J.	\$925	39.25	\$36,306.25	
	Collins, J.	\$775	106.50	\$82,537.50	
	O'Kelly, E.	\$675	188.75	\$127,406.25	
	Haley, E.	\$495	157.00	\$77,715.00	
	Card, L.	\$440	179.50	\$78,980.00	
	Torpey, S.	\$440	158.25	\$69,630.00	
	Paralegal	\$175	67.50	\$11,812.50	
					\$484,387.50

Services Performed During March 2008

281. We continued the process of researching for and revising our post-trial brief. We did the same for various other outstanding motions, including our motions to exclude certain testimony and evidence, and an opposition to defendants' motion to strike certain evidence, and began the process of cite- and fact-checking all materials. We finalized and prepared for filing our motions to exclude.

282. We reviewed defendants' post-trial submissions and began planning for and the initial drafting of our reply brief to defendants' post-trial opposition.

283. We prepared exhibits for this Court, and communicated with this Court with regard to our filings.

284. The total Dewey fees accrued for legal services performed during this month are \$470,647.50 and Dewey provided a write off of fees of \$1,750.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
3/2008	Kessler, J.	\$925	22.75	\$21,043.75	
	Collins, J.	\$775	47.00	\$36,425.00	
	O'Kelly, E.	\$675	190.75	\$128,756.25	
	Haley, E.	\$495	219.5	\$108,652.50	
	Card, L.	\$440	178.25	\$78,430.00	
	Torpey, S.	\$440	189.75	\$83,490.00	
	Newhouse, J.	\$325	18.25	\$5,931.25	
	Paralegal	\$175	45.25	\$7,918.75	
Write Off					(\$1,750.00)
					\$468,897.50

285. The total Dewey fees claimed for legal services performed during this month are **\$468,897.50**.

Services Performed During April 2008

286. We continued researching for and compiling our post-trial brief, as well as other motions, including evidentiary motions and responses to defendants' post-trial submissions, and continued to cite- and fact-check these materials. We finalized all papers and prepared them for filing.

287. We continued to review defendants' post-trial submissions and the trial transcripts to support our briefing.

288. We continued our ongoing legal research to support our filings

289. We maintained and updated an internal document management system.

290. The total Dewey fees billed and claimed for legal services performed during this month are **\$231,670.00**.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
4/2008	Kessler, J.	\$925	27.75	\$25,668.75	
	Collins, J.	\$775	38.00	\$29,450.00	
	O'Kelly, E.	\$675	61.50	\$41,512.50	
	Haley, E.	\$495	103.25	\$51,108.75	
	Card, L.	\$440	66.25	\$29,150.00	
	Torpey, S.	\$440	77.00	\$33,880.00	
	Other Associate	\$325	53.00	\$17,225.00	
	Paralegal	\$175	21.00	\$3,675.00	
					\$231,670.00

Services Performed During May of 2008

291. Feesers does not claim \$1687.50 that was billed to Feesers during this month because such fees were not sufficiently related to the prosecution of the lawsuit. Therefore, Feesers does not claim any Dewey fees for May of 2008.

Services Performed During July of 2008

292. Feesers does not claim \$168.75 that was billed to Feesers during this month because such fees were not sufficiently related to the prosecution of the lawsuit. Therefore, Feesers does not claim any Dewey fees for August of 2008.

Services Performed During November of 2008

293. We reviewed this Court's rulings on evidentiary motions.

294. We communicated with the client regarding these evidentiary hearings and had internal discussion regarding the same.

295. The total Dewey fees billed and claimed for legal services performed during this month are **\$1,733.75**.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
11/2008	Kessler, J.	\$925	1.00	\$925.00	
	O'Kelly, E.	\$675	0.75	\$506.25	
	Haley, E.	\$605	0.50	\$302.50	
					\$1,733.75

Services Performed During April 2009

296. We reviewed this Court's decision.

297. We began reviewing invoices and preparing this Fee Petition.

298. The total Dewey fees billed for legal services performed during this month are \$45,122.50.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Billed</u>	<u>Billed Amount</u>	<u>Total Billed</u>
4/2009	Kessler, J.	\$925	5.00	\$4,625.00	
	Collins, J.	\$800	8.00	\$6,400.00	
	O'Kelly, E.	\$700	23.75	\$16,625.00	
	Newhouse, J.	\$425	14.50	\$6,162.50	
	Other Associate	\$425	21.00	\$8,925.00	
	Paralegal	\$190	12.50	\$2,375.00	
					\$45,112.50

299. Feesers does not claim \$3,025 that was billed to Feesers during this period because such fees were not sufficiently related to the prosecution of the lawsuit; therefore, the total Dewey fees claimed are **\$42,087.50**.

Services Performed During May 2009²

300. We continued preparing this Fee Petition, including reviewing invoices, conducting legal research, and drafting and revising a brief and affidavit.

301. We drafted and filed an opposition to Sodexho's motion for reconsideration and conducted legal research on the same.

302. We drafted and filed an opposition to Michael Foods' motion for reconsideration and conducted legal research on the same.

303. We drafted and filed a motion for contempt. We drafted and filed a reply brief to Michael Foods' opposition to Feesers' motion for contempt. We

² This period includes services performed through May 25, 2009.

conducted legal research related to the briefs. We prepared for a hearing on the motion, travelled to Harrisburg, and participated in the hearing.

304. The total Dewey fees accrued for legal services performed during this period are \$506,258.75.

<u>Month</u>	<u>Professional</u>	<u>Rate</u>	<u>Hours Accrued</u>	<u>Amount Accrued</u>	<u>Total Accrued</u>
5/2009	Kessler, J.	\$925	18.25	\$16,881.25	
	Collins, J.	\$800	50.00	\$40,000.00	
	O'Kelly, E.	\$700	205.25	\$143,675.00	
	Newhouse, J.	\$425	80.25	\$34,106.25	
	Other Associates	\$497.95	452.00	\$225,075.00	
	Paralegals	\$182.51	239.75	\$43,756.25	
	Litigation Support	\$240	1.50	\$360.00	
	Other	\$223.72	10.75	\$2,405.00	
					\$506,258.75

Other Disbursements and Expenses Incurred in this Action

305. Concurrently with this motion, Feesers has filed a Bill of Costs seeking recovery of \$232,535.67 in ordinary litigation costs under Fed. R. Civ. P. 54(d).

306. Feesers incurred additional reasonable expenses and disbursements in successfully litigating this case that are outside of those items listed in the Bill of Costs. These sums are reflected in Dewey's monthly billing statements and were billed to and paid by Feesers. As noted in paragraph 22 above, Feesers would be

happy to submit its monthly billing statements for review by the Court *in camera*, or if the Court preferred, to provide copies of the portions of those billing statements that relate to costs and disbursements with any privileged information therein redacted. A summary of those other expenses reasonably incurred is as follows:

Expense Type	Total Incurred
Telephone & Fax	\$4,770.89
Postage & Delivery	\$23,766.06
Computerized Legal Research	\$196,604.47
Reproduction	\$226,981.72
Word Processing	\$34,014.70
Meals/Travel	\$111,533.67
Trial	\$63,450.19
Miscellaneous	\$6,165.80
TOTAL	\$667,287.50

307. Feesers believes that these charges are self-explanatory. For example, the reproduction charges in this case were substantial due to the number of documents produced and the number of exhibits used at depositions and trial. Computerized legal research is the charge of accessing on-line computer databases for motion practice and trial and post-trial briefs. Travel charges include travel and lodging costs incurred by Dewey lawyers and legal assistants to attend court hearings, depositions and trial. Trial charges are the costs associated with

establishing temporary office space in Harrisburg, such as: renting temporary office space, office furniture, and computer equipment; hiring temporary paralegals; and purchasing office supplies. The miscellaneous category includes charges such as renting rooms for depositions, document storage, and conference center expenses.

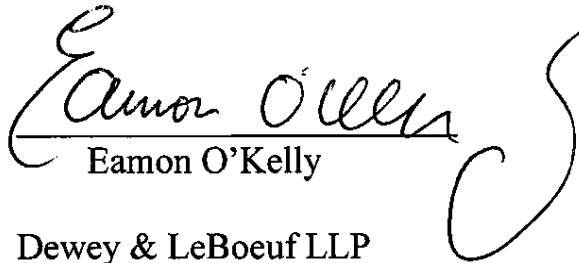
308. To the extent any costs included in the Bill of Costs are disallowed or deemed not recoverable, Feesers alternatively seeks recovery of such items by this motion.

309. Feesers also incurred expenses and disbursements in connection with its expert, Dr. Larner. A summary of those expenses reasonably incurred is as follows:

TOTAL FEES	TOTAL EXPENSES	TOTAL
\$811,017.00	\$83,261.43	\$894,278.43

310. True and correct copies of Dr. Larner's invoices are attached hereto as Exhibit A.

Executed on May 27, 2009



Eamon O'Kelly

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Facsimile (212) 632-0376

Attorney for Plaintiff Feesers, Inc.

Sworn to and subscribed before me, a notary public for the State of New York,
County of New York, this 27th day of May, 2009.

ANN L. DIROCCO
NOTARY PUBLIC, State of New York
No. 01D14664693
Qualified in Westchester County
Certificate Filed in New York County
Commission Expires February 28, 2011


Notary Public

Notary Public, State of New York
No. 01D14664693
Qualified in Westchester County
Commission Expires February 28, 2011